

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re BP p.l.c. Securities Litigation

No. 4:10-MD-02185

Honorable Keith P. Ellison

DECLARATION OF GEORGIA L. LUCIER

Pursuant to 28 U.S.C. § 1746, I, GEORGIA L. LUCIER, declare as follows:

1. I am over twenty-one years of age and I am fully competent to make this Declaration. I have personal knowledge of the facts set forth in this Declaration.
2. I am an attorney in the law firm of Andrews Kurth LLP. My office is located at 600 Travis, Suite 4200, Houston, Texas 77002.
3. I am a member in good standing of the Bar of the State of Texas.
4. I am one of the attorneys for the defendants named in the New York and Ohio Plaintiffs' Second Consolidated Amended Class Action Complaint ("SAC") (Docs. 339 (sealed), 346) in the above-captioned matter. I submit this declaration to provide the Court with materials cited in Defendants' Memorandum of Law in Support of Their Motion to Dismiss in Part the SAC, which is being filed on May 2, 2012.¹

¹ Exhibits A-I, N and T contain confidential information and are filed under seal pursuant to the January 19, 2011 Order Protecting Confidentiality (Doc. 94).

5. Attached hereto as Exhibit A is a true and correct copy of excerpts from a Pre-Read for a meeting of the BP Group Operations Risk Committee (“GORC”) dated March 1, 2007. The excerpted material is from the cover and pages 11-15 of the 88-page document.

6. Attached hereto as Exhibit B is a true and correct copy of excerpts from a Pre-Read for a meeting of the BP GORC dated February 4, 2009. The excerpted material is from pages bearing production numbers BP-HZN-2179MDL02214137 and BP-HZN-2179MDL02214169-73 of the 72-page document.

7. Attached hereto as Exhibit C is a true and correct copy of excerpts from the HSE & Operations Integrity Report (“Orange Book”) for the Fourth Quarter of 2008, dated January 28, 2009. The excerpted material is from the cover and pages 1-4 of the 130-page document.

8. Attached hereto as Exhibit D is a true and correct copy of excerpts from the Orange Book for the First Quarter of 2009, dated April 28, 2009. The excerpted material is from the cover and pages G1(a), E1 and E17 of the 131-page document.

9. Attached hereto as Exhibit E is a true and correct copy excerpts from the Orange Book for the Fourth Quarter of 2009, dated January 27, 2010. The excerpted material is from the cover and pages G1, E1 and E17 of the 137-page document.

10. Attached hereto as Exhibit F is a true and correct copy of excerpts from the Operations Management System (“OMS”) Handbook for the Gulf of Mexico Strategic Performance Unit (“SPU”), dated December 3, 2008. The excerpted material is from pages 1, 3-10, 31-33 and 35-41 of the 41-page document.

11. Attached hereto as Exhibit G is a true and correct copy of the OMS Framework, dated November 2008, a 130-page document. The excerpted material is: from Part 1, the cover

and pages 4-13; from Part 2, the cover and pages 5-6 and 21-29; and from Part 4, the cover and pages 4-16.

12. Attached hereto as Exhibit H is a true and correct copy of excerpts from BP's Group Recommended Practice for Working with Contractors, dated December 12, 2008. The excerpted material is from pages 1 and 9-19 of the 26-page document.

13. Attached hereto as Exhibit I is a true and correct copy of excerpts from BP's Drilling and Well Operations Practice. The excerpted material is from the cover and pages v/vi and A1-10 of the 112-page document.

14. Attached hereto as Exhibit J is a true and correct copy of excerpts from the Deposition of Andrew Inglis held on July 21 and 22, 2011. The excerpted material is from pages 1, 190-94, 421-22, 639-44 and 786 of the 786-page document.

15. Attached hereto as Exhibit K is a true and correct copy of excerpts from the Deposition of Ellis Armstrong held on July 13, 2011. The excerpted material is from pages 1, 418-21, 467-71 and 484 of the 484-page document.

16. Attached hereto as Exhibit L is a true and correct copy of excerpts from the Deposition of John Baxter held on June 21 and 22, 2011. The excerpted material is from Volume 1 pages 1, 173-76, 190-94, 240-43, 356-59 and 374 of the 374-page document; and Volume 2 pages 1, 7-9 and 209 of the 209-page document.

17. Attached hereto as Exhibit M is a true and correct copy of excerpts from the Deposition of Patrick O'Bryan held on July 14, 2011. The excerpted material is from pages 1, 411-14 and 472 of the 472-page document.

18. Attached hereto as Exhibit N is a true and correct copy of excerpts from the Deposition of Ronald W. Sepulvado held on March 10, 2011. The excerpted material is from pages 1, 393-97 and 412 of the 412-page document.

19. Attached hereto as Exhibit O is a true and correct copy of excerpts from the Deposition of John Mogford held on June 29, 2011. The excerpted material is from pages 1, 458-65 and 642 of the 642-page document.

20. Attached hereto as Exhibit P is a true and correct copy of excerpts from the Deposition of Anthony Hayward held on June 6 and 8, 2011. The excerpted material is from pages 1, 156-83, 447-48, 662-69, 788-95 and 906 of the 906-page document.

21. Attached hereto as Exhibit Q is a true and correct copy of an email from Andrew Inglis, dated July 13, 2009.

22. Attached hereto as Exhibit R is a true and correct copy of excerpts from BP's 2008 Annual Review dated February 24, 2009. The excerpted material is from the cover and pages 4-5, 15-16 and 41 of the 42-page document.

23. Attached hereto as Exhibit S is a true and correct copy of excerpts from the 2008 Annual Report of BP p.l.c. filed on Form 20-F with the SEC on March 4, 2009. The excerpted material is from the cover and pages 8-10, 37-38 and 195 of the 195-page document.

24. Attached hereto as Exhibit T is a true and correct copy of the Minutes from a meeting of BP's Safety, Ethics and Environment Assurance (SEEAC) committee on February 24, 2010.

25. Attached hereto as Exhibit U is a true and correct copy of excerpts from BP's 2009 Sustainability Review issued April 15, 2010. The excerpted material is from pages 1-3 and 37 of the 37-page document.

26. Attached hereto as Exhibit V is a true and correct copy of excerpts from the Deposition of William Castell held on June 22, 2011. The excerpted material is from pages 1, 66-72 and 364 of the 364-page document.

27. Attached hereto as Exhibit W is a true and correct copy of excerpts from BP's 2006 Sustainability Report issued April 2007. The excerpted material is from the cover, table of contents, and pages 8-9 and 49 of the 49-page document.

28. Attached hereto as Exhibit X is a true and correct copy of excerpts from PowerPoint slides from a BP Investor Conference Call on July 24, 2007. The excerpted material is from pages 1-2 of the 21-page document.


29. Attached hereto as Exhibit Y is a true and correct copy of excerpts from PowerPoint slides from Andrew Inglis' Speech at the Sanford Bernstein 4th Annual Strategic Decisions Conference on September 25, 2007. The excerpted material is from the cover and page 1 of the 21-page document.

30. Attached hereto as Exhibit Z is a true and correct copy of excerpts from the 2009 Annual Report of BP p.l.c. filed on Form 20-F with the SEC on March 5, 2010. The excerpted material is from the cover and pages 14-16 and 198 of the 198-page document.

31. Attached hereto as Exhibit AA is a true and correct copy of excerpts from the 2007 Annual Report of BP p.l.c. filed on Form 20-F with the SEC on March 4, 2008. The excerpted material is from the cover and pages 8-10 and 190 of the 190-page document.

32. Attached hereto as Exhibit BB is a true and correct copy of excerpts from the 2006 Annual Report of BP p.l.c. filed on Form 20-F with the SEC on March 6, 2007. The excerpted material is from the cover and pages 8-9 and 203 of the 203-page document.

I declare under penalty of perjury that the foregoing is true and correct.


Georgia L. Lucier
Texas State Bar No. 24043523
ANDREWS KURTH LLP
600 Travis, Suite 4200
Houston, TX 77002
Telephone: (713) 220-4200
Facsimile: (713) 220-4285
georgialucier@andrewskurth.com

Executed on this 2nd day of May, 2012.